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MATHISON

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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : STEPHEN S. MATHISON, P.A.

Account Number : I20040000071

Phone : (561) 624-2001

Fax Number : (561) 624-0036

BASIC AMENDMENT

LE CHATEAU CUSTOM HOMES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08

Amended + Restated
Mem
5/4/04

04 MAY -4 PM 1:22

FILED

FLORIDA DEPARTMENT OF STATE

04 MAY -4 PM 11:42

RECEIVED

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

LE CHATEAU CUSTOM HOMES, INC.

FILED
04 MAY -4 PM 1:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, as all the Directors and Shareholders of Le Chateau Custom Homes, Inc., a Florida corporation, pursuant to duly adopted and executed Written Action of Shareholders and Directors, hereby acknowledge adoption of the following Amended and Restated Articles of Incorporation, pursuant to Chapter 607, Florida Statutes, the Florida Business Corporation Act:

ARTICLE I

Name

The name of the proposed corporation shall be Le Chateau Custom Homes, Inc.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles, or on filing of these Articles if that shall occur more than five days thereafter, and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Nature of Business

This Corporation is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business and to own, lease and/or operate offices for that purpose.
2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the

Le Chateau Custom Homes, Inc.
Amended and Restated Articles of Incorporation
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purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE IV
Capital Stock

This corporation is authorized to issue 1000 shares of ONE AND NO/100 DOLLARS (\$1.00) par value capital stock, which shall be designated as common stock.

All the shares of such common stock shall be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The corporation shall place shares issued for future services or benefits or a promissory note in escrow or otherwise restrict their transfer and shall credit distributions in respect of such shares against their purchase price, until the services are performed, the note is paid or the benefits received. If the services are not performed, the note is not paid or the benefits are not received, the shares escrowed or restricted and the distributions credited shall be cancelled in whole or part, as appropriate based on the consideration actually received.

ARTICLE V
Offices and Registered Agent

The mailing address of the principal office of this corporation is 4521 PGA Boulevard, Suite 287, Palm Beach Gardens, Florida 33418. The street address of the registered office of this corporation is 5606 PGA Boulevard, Palm Beach Gardens, Florida 33418. The name of the registered agent of this corporation at that address is Stephen S. Mathison, P.A..

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ARTICLE VI
Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the directors of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until a successor is elected or appointed and has qualified are:

Dena Ross at 4521 PGA Boulevard, Suite 287, Palm Beach Gardens, Florida 33418.

Dara Ross at 4521 PGA Boulevard, Suite 287, Palm Beach Gardens, Florida 33418.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation is managed by the stockholders.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles as incorporator is:

Stephen S. Mathison, Esquire, 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418.

ARTICLE VIII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exceptions of determining all matters regarding shareholders' meetings, notices, record dates, voting and actions without vote and fixing the number of directors of the corporation, the Board of Directors is expressly authorized,

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without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI
Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE XII
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, we the undersigned Directors of the corporation, under authority of Resolution adopted by the Board of Directors and Shareholders of the Corporation, and in

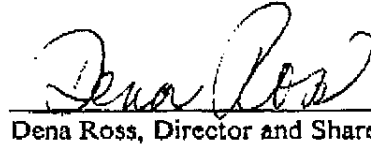
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conformance with the procedures set forth in Chapter 607, Florida Statutes (2003) for the purpose of amending and restating the corporation's Articles of Incorporation, hereby declare and certify that the facts herein stated are true and hereunto set our hands and seals this 25 day of March, 2004.

 {SEAL}
Dena Ross, Director and Shareholder

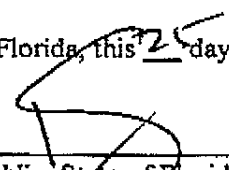
 {SEAL}
Dena Ross, Director and Shareholder

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared DARA ROSS, Director and Shareholder of Le Chateau Custom Homes, Inc., ☒ to me well known, or ☐ identified to me by _____, and DARA ROSS, Director and Shareholder of Le Chateau Custom Homes, Inc., ☒ to me well known, or ☐ identified to me by _____, to be the individuals described in and who have executed the foregoing Amended and Restated Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed pursuant to duly adopted corporate resolution.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Palm Beach Gardens, Florida, this 25 day of March, 2004.



Notary Public, State of Florida
Notary's Printed Name:
My commission expires:
My commission number:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.

Stephen S. Mathison, P.A., Registered Agent

By: 

Stephen S. Mathison, President

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